

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al.,
Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a).
Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of
the transfer, other than for security, of the claim referenced in this evidence and notice.

Marblegate Special Opportunities Master Fund, L.P.
Name of Transferee

Morgan Stanley & Co. International plc
Name of Transferor

Name and Address where notices to transferee
should be sent:

Court Claim # (if known): 11308
Amount of Claim: \$179,400,142.00 (as allowed)

Marblegate Special Opportunities Master Fund, L.P.
80 Field Point Road
Greenwich, CT 06830
Attn: Mark Zoldan
Email: mark@marblegate.com
Tel: 203-413-6902
Fax: 203-413-6938

Amount of Claim Transferred: \$1,549,422.74
Date Claim Filed: September 10, 2009
Debtor: Lehman Brothers Special Financing Inc.

Phone: _____
Last Four Digits of Acct #: _____

Phone: (212) 761-1069
Last Four Digits of Acct. #: _____

Name and Address where transferee payments
should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct
to the best of my knowledge and belief.

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND, L.P.

By: 

Date: 2/22/13

Name: Andrew Milgram

Title: Managing Partner of Marblegate Asset Management LLC
the Investment Manager of Marblegate Special Opportunities
Master Fund, L.P.

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Morgan Stanley & Co. International plc** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Marblegate Special Opportunities Master Fund, L.P.** ("Assignee") its right, title, interest, claims and causes of action in and to, or arising under or in connection with, **\$1,549,422.74** of its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Lehman Brothers Special Financing Inc.** (the "Debtor"), the debtor in chapter 11 Case No. 08-13888 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 11308) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed this 22nd day of February 2013.

Morgan Stanley & Co. International plc

By: 

Name:

Title:

BRIAN CRIPPS
authorised Signatory

**Marblegate Special Opportunities Master Fund,
L.P.**

By: _____

Name: Andrew Milgram

Title: Managing Partner of Marblegate Asset
Management LLC the Investment Manager of
Marblegate Special Opportunities Master Fund, L.P.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Morgan Stanley & Co. International plc** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Marblegate Special Opportunities Master Fund, L.P.** ("Assignee") its right, title, interest, claims and causes of action in and to, or arising under or in connection with, **\$1,549,422.74** of its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Lehman Brothers Special Financing Inc.** (the "Debtor"), the debtor in chapter 11 Case No. 08-13888 (JMP) pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and the relevant portion of any and all proofs of claim (No. 11308) filed by Assignor or its predecessor-in-interest with the Bankruptcy Court in respect of the foregoing claim.

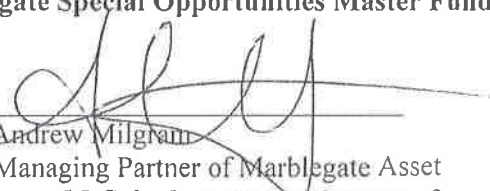
Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed this 22nd day of February 2013.

Morgan Stanley & Co. International plc

By: _____
Name:
Title:

**Marblegate Special Opportunities Master Fund,
L.P.**

By: 
Name: Andrew Milgram
Title: Managing Partner of Marblegate Asset
Management LLC the Investment Manager of
Marblegate Special Opportunities Master Fund, L.P.